

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:	)	Chapter 11
	)	
LINQTO TEXAS, LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 25-90186
	)	
Debtors.	)	(Jointly Administered)
	)	

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**DECLARATION OF KRISTIN LAWSON  
IN SUPPORT OF THE  
EMERGENCY MOTION OF SAPIEN GROUP USA, LLC AND ITS GROUP  
AFFILIATES TO TRANSFER VENUE OF THE DEBTORS'  
CASES TO THE DISTRICT OF DELAWARE PURSUANT TO 28 U.S.C. § 1412**

I, Kristin Lawson, declare as follows under penalty of perjury.

1. I am an attorney in good standing duly authorized to practice before all courts in the Commonwealth of Pennsylvania. I am an attorney with the law firm of Leech Tishman Fuscaldo and Lampl, LLP, counsel for Sapien Group USA, LLC and its group affiliates (together “Sapien”), a shareholder and party in interest in the Chapter 11 cases of the above-captioned Debtors.

2. I have personal knowledge of the following facts and if called as a witness I would and could competently testify.

3. I am filing this Declaration in support of *The Emergency Motion of Sapien Group USA, LLC and its group affiliates to Transfer Venue of the Debtors' Cases to the District of Delaware Pursuant to 28 U.S.C. § 1412*.

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: Linqto, Inc. [0332]; Linqto Liquidshares, LLC [8976]; Linqto Liquidshares Manager, LLC [8214]; and Linqto Texas, LLC [5745]. The location of the Debtors' service address is: 101 Metro Drive, Suite 335, San Jose, CA 95110.

4. On July 15, 2025, I navigated to the Texas Secretary of State's website found at <https://www.sos.state.tx.us>. From there, I logged on to the SOSDirect page and conducted a business organizations search for Linqto Texas, LLC.

5. My search result listed a "Certificate of Formation Limited Liability Company" for Linqto Texas, LLC filed on April 7, 2025.. A true and correct copy of the filed Certificate that I downloaded from the results of my search is attached hereto as **Exhibit A**.

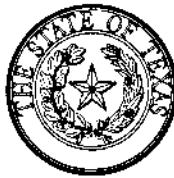
Pursuant to 28 U.S.C. § 1746, I declare under the penalty of perjury that the foregoing is true and correct.

Dated: July 16, 2025.

/s/ Kristin Lawson  
Kristin Lawson

**Form 205  
(Revised 12/21)**

Submit in duplicate to:  
 Secretary of State  
 P.O. Box 13697  
 Austin, TX 78711-3697  
 512 463-5555

**Filing Fee: \$300**

This space reserved for office use.

**Certificate of Formation  
Limited Liability Company****Article 1 – Entity Name and Type**

The filing entity being formed is a limited liability company. The name of the entity is:

**Linqto Texas, LLC**

The name must contain the words "limited liability company," "limited company," or an abbreviation of one of these phrases.

**Article 2 – Registered Agent and Registered Office**

(See instructions. Select and complete either A or B and complete C.)

A. The initial registered agent is an organization (cannot be entity named above) by the name of:

**CT Corporaton System****OR**

B. The initial registered agent is an individual resident of the state whose name is set forth below:

First Name	M.I.	Last Name	Suffix
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C. The business address of the registered agent and the registered office address is:

2929 Allen Pkwy, Suite 3300 Street Address	Houston City	TX State	77019 Zip Code
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**Article 3—Governing Authority**

(Select and complete either A or B and provide the name and address of each initial governing person.)

A. The limited liability company initially has managers. The name and address of each initial manager are set forth below.

B. The limited liability company does not initially have managers. The name and address of each initial member are set forth below.

**INITIAL GOVERNING PERSON 1**

**NAME** (Enter the name of either an individual or an organization, but not both.)  
**IF INDIVIDUAL**

First Name	M.I.	Last Name	Suffix
<b>OR</b>			
<b>IF ORGANIZATION</b>			

**Linqto, Inc.****Organization Name****ADDRESS**

P.O. Box 2859 Street or Mailing Address	Sunnyvale City	CA State	USA Country	94087 Zip Code
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**INITIAL GOVERNING PERSON 2**

**NAME** (Enter the name of either an individual or an organization, but not both.)  
**IF INDIVIDUAL**

<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
<b>OR</b>			
<b>IF ORGANIZATION</b>			

*Organization Name*  
**ADDRESS**

<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>
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**INITIAL GOVERNING PERSON 3**

**NAME** (Enter the name of either an individual or an organization, but not both.)  
**IF INDIVIDUAL**

<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
<b>OR</b>			
<b>IF ORGANIZATION</b>			

*Organization Name*  
**ADDRESS**

<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>
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**Article 4 – Purpose**

The purpose for which the company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organizations Code.

**Initial Mailing Address**

(Provide the mailing address to which state franchise tax correspondence should be sent.)

<i>P.O. Box 2859</i>	<i>Sunnyvale</i>	<i>CA</i>	<i>94087</i>	<i>USA</i>
<i>Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>	<i>Country</i>

**Supplemental Provisions/Information**

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

**Organizer**

The name and address of the organizer:

Francis Daniel Siciliano II, CEO, Linqto, Inc.

Name

P.O. Box 2859

Street or Mailing Address

Sunnyvale

City

CA 94087

State Zip Code

**Effectiveness of Filing** (Select either A, B, or C.)

- A.  This document becomes effective when the document is filed by the secretary of state.
- B.  This document becomes effective at a later date, or a later date and time, not more than 90 days from the date of signing. The later effective date, or date and time is: \_\_\_\_\_
- C.  This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below:

**Execution**

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned also affirms that, to the best knowledge of the undersigned, the name provided as the name of the filing entity does not falsely imply an affiliation with a governmental entity. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: 4/7/2025

Signed by:

Francis Daniel Siciliano II

Signature of organizer

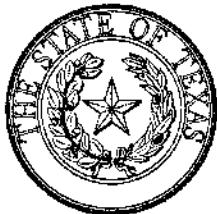
Francis Daniel Siciliano II, CEO, Linqto, Inc.

Printed or typed name of organizer

**Print**

**Reset**

**Form 401-A**  
(Revised 12/09)



**Acceptance of Appointment  
and  
Consent to Serve as Registered Agent  
§5.201(b) Business Organizations Code**

The following form may be used when the person designated as registered agent in a registered agent filing is an individual.

<b><u>Acceptance of Appointment and Consent to Serve as Registered Agent</u></b>		
I acknowledge, accept and consent to my designation or appointment as registered agent in Texas for		
<p><i>Name of represented entity</i> I am a resident of the state and understand that it will be my responsibility to receive any process, notice, or demand that is served on me as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State if I resign.</p>		
<b>x:</b>	<i>Signature of registered agent</i>	<i>Printed name of registered agent</i>
		<i>Date (mm/dd/yyyy)</i>

The following form may be used when the person designated as registered agent in a registered agent filing is an organization.

<b><u>Acceptance of Appointment and Consent to Serve as Registered Agent</u></b>		
I am authorized to act on behalf of <u>CT Corporation System</u> <i>Name of organization designated as registered agent</i>		
The organization is registered or otherwise authorized to do business in Texas. The organization acknowledges, accepts and consents to its appointment or designation as registered agent in Texas for: <b>Linqto Texas, LLC</b>		
<p><i>Name of represented entity</i> The organization takes responsibility to receive any process, notice, or demand that is served on the organization as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State if the organization resigns.</p>		
<b>x:</b>	<i>Signature of person authorized to act on behalf of organization</i>	<i>Printed name of authorized person</i>
		<i>Date (mm/dd/yyyy)</i>

**Print**

**Reset**